WILTSHIRE & GRANNIS LLP

January 22, 2010

EX PARTE

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

RE: *Application of Verizon Northwest Inc., Verizon Communications Inc. and Frontier Communications Inc. and Frontier Communications Corporation for Consent to Transfer Control of Domestic Section 214 Authority*, WC Docket No. 09-95

Dear Ms. Dortch:

On January 21, 2010, Karen Zacharia and Donna Epps of Verizon, Ken Mason of Frontier Communications Corp. ("Frontier"), and Darah Smith and I of Wiltshire & Grannis, on behalf of Frontier, spoke with Angela Kronenberg, Acting Wireline Legal Advisor to Commissioner Clyburn, about Frontier's and Verizon's pending applications for consent to the assignment and/or transfer of control of certain licenses and authorizations. To the extent not set forth herein, the points discussed in this meeting have been previously set forth in Frontier's and Verizon's applications, Opposition to Petitions to Deny and Reply to Comments filed October 13, 2009, and written ex parte filings in this proceeding.

The attached materials were provided and summarize our presentation. In addition, we noted that the attached January 19, 2010 Raymond James report further confirms that this transaction will strengthen Frontier and its ability to invest in networks and services in the territories it is acquiring from Verizon.

A copy of this letter is being filed in the above-referenced docket.

Sincerely,

/s/John T. Nakahata
John T. Nakahata
Counsel to Frontier Communications Corp.

cc: Angela Kronenberg
Alex Johns
Jeff Tobias
David Krech
Jim Bird

Attachment 1

**FCC SHOULD PROMPTLY GRANT CONSENTS
FOR FRONTIER ACQUISITION OF CONTROL OF VERIZON OPERATIONS IN 14 STATES**

The Transaction Will Promote Broadband Deployment

- > 92% 1 mbps or greater broadband deployment in Frontier's existing service areas.
  - Offering at least 3 Mbps to 67% of locations, and 5 Mbps to 41% of locations.
- > 62% 1 mbps or greater broadband deployment in the areas Frontier is acquiring.
- Frontier's post-transaction business plan is built around increasing broadband offerings in the acquired areas.
- Shifting these areas to a company that has plans to make significant capital investments in wireline broadband facilities and next generation services in these rural, suburban, and smaller urban areas will increase network investment and broadband availability.

The Transaction Will Create a Financially Stronger Frontier Which Will Strengthen Service and Investments

- Frontier will be significantly less leveraged as a result of the transaction, because even though Frontier takes on additional debt, the increase in debt is smaller than the increase in EBITDA.
  - Net Debt/EBITDA falls from 3.8x to 2.2x-2.6x (depending on synergies) (2008 pro forma) – levels similar to CenturyLink.
  - Free Cash Flow (which is after operating expenditures, capital expenditures, and interest on debt) increases from $493 million to ~$1.4 to $1.7 billion (depending on synergies) (2008 pro forma).
  - Free Cash Flow after dividends increases from $175 million to $681-$991 million (depending on synergies) (2008 pro forma).
- Frontier has been investing, in its networks – as demonstrated by its substantial broadband deployment and $1.1 billion investment since 2005 -- and has a business plan focused on wireline networks.
- Frontier will likely be able to obtain financing below agreement's 9.5% threshold.
  - Frontier recently raised ~$600 million at 8.375% yield to maturity, in reliance on its legacy operations only.
- A financially strengthened Frontier will bolster its ability to invest in rural, suburban, and smaller urban areas and to enhance broadband availability in these communities.

Frontier and Verizon Have a Sound Operational Systems Plan

- Only one state (West Virginia ~ 600,000 lines) will convert to Frontier's existing OSS systems at close. This is comparable to other systems conversions Frontier has handled in the past. For wholesale systems, CLECs will have an opportunity to test prior to close. Frontier will acquire the personnel necessary to interface with consumers and provide customer service support.
- Other 13 states will remain on the legacy GTE systems, including both retail and wholesale systems, consolidated into a single data center at Fort Wayne, Indiana.
  - 13 states will operate from the Fort Wayne data center for 60 days *prior* to close in actual operation, not just a test environment.

    - Frontier will own and operate the data center after close. Verizon will provide software maintenance and upgrades for at least one year after close, and Frontier may elect to continue to take some or all of this support from Verizon after the first year. This is not a transition services arrangement. Frontier will also acquire the personnel operating the data center.
    - CLECs will also have an opportunity to test prior to close.

Transaction Approvals and State Settlements to Date

- U.S. Department of Justice has approved – no second request.
- California, Nevada, North Carolina, Pennsylvania and South Carolina have granted necessary regulatory approvals.
- States not requiring approval – Indiana, Idaho, Michigan, Wisconsin.
- Arizona PUC staff has recommended approval, with matter awaiting final state commission action.
- Complete or partial settlements pending final state approval:
    - Illinois (with CLECs and ICC staff)
    - Oregon (all parties, including PUC staff)
    - Ohio (with PUC staff, Ohio Consumer Counsel, CLEC intervenors)
    - Washington (PUC staff and CLEC intervenors)
    - West Virginia (CLEC intervenors)
- 39 of 41 local franchise authorities have approved.

Attachment 2

Frontier Communications to Acquire Verizon Assets, Creating Nation's Largest Pure Rural Communications Services Provider

Companies	Frontier Communications	Verizon Communications
Tickers	NYSE: FTR	NYSE: VZ

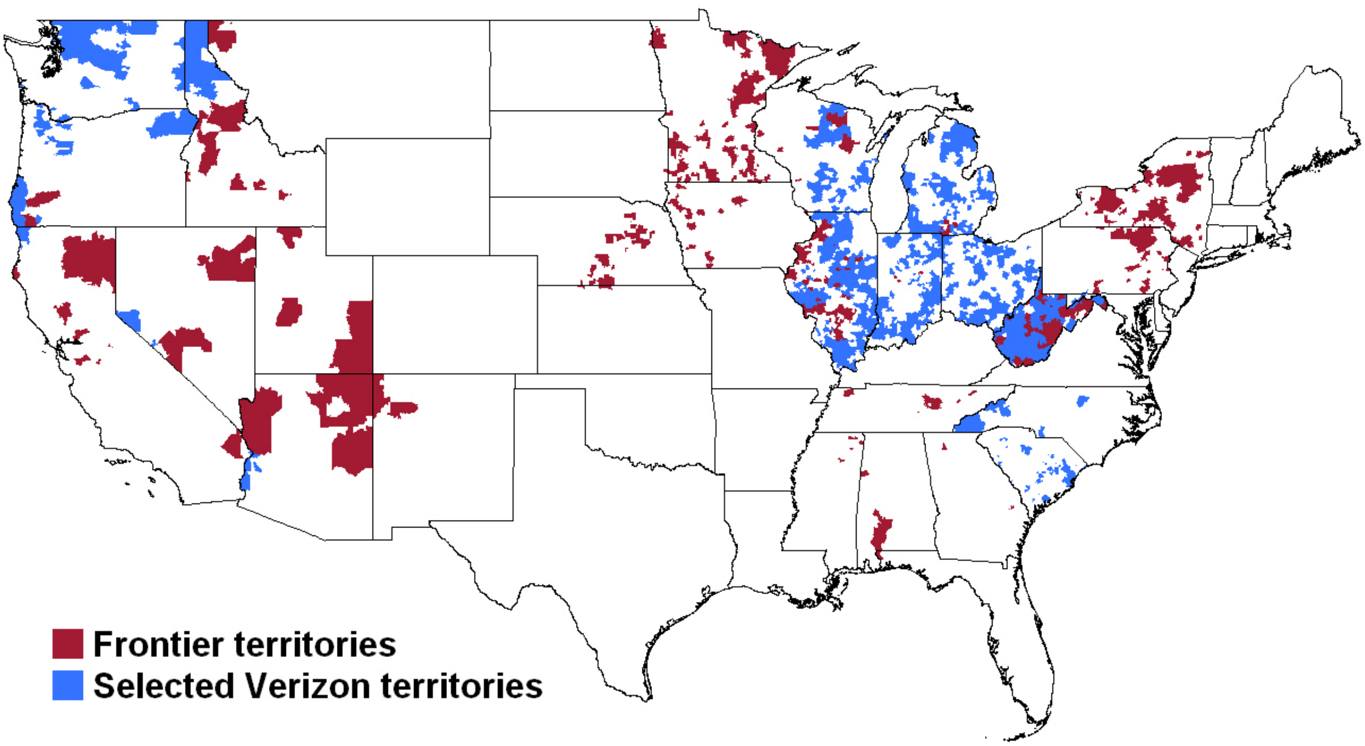
Descriptions	Frontier Communications is a full-service communications provider and the second largest rural local telephone exchange company in the country. The company offers telephone, television and Internet services, as well as bundled offerings, wireless Internet data access, data security solutions and specialized bundles for small/medium/large businesses and home offices.
	
	• 2008 Revenue: $2.2 billion
	• 2008 Net Income: $182.7 million
	• Access Lines: 2.3 million
	• Voice and Broadband Connections: 2.8 million
	• Employees: 5,671
		Verizon Communications, headquartered in New York, is a leader in delivering broadband and other wireline and wireless communications to mass market, business, government and wholesale customers.
		
		Acquired Assets:
		• States of Operation: Arizona, California, Idaho, Illinois, Indiana, Michigan, Nevada, North Carolina, Ohio, Oregon, South Carolina, Washington, Wisconsin and West Virginia
		• Access Lines: 4.8 million with:
		  o 1.0 million High-Speed Internet customers
		  o 2.2 million long-distance customers
		  o 164,000 DirecTV customers
		  o 69,000 FiOS video customers
		• Voice and Broadband Connections: 5.8 million
		• Total Employees in 14 states: ~11,000

Transaction Details	• Transaction Value: $8.6 billion
	• Transaction Type: All-stock transaction
	• Synergies: $500 million annually expected
	• Timeline: Deal projected to close within approximately 12 months
		• Approvals needed:
		  o FTR shareholder approval
		  o Customary closing conditions and regulatory approvals and obtaining of financing by SpinCo

Combined Company Key Facts (Pro Forma as of 12/31/08)	• Transaction creates nation's largest pure rural communications services provider and the 5th largest ILEC • Operating Company Name: Frontier Communications • Total Revenue: $6.5 billion • Access Lines: 7 million • Voice and Broadband Connections: 8.6 million • High-Speed Internet Customers: 1.6 million • Satellite Video Customers: 284,000 • FiOS Video Customers: 69,000	• Total Employees in 27 states: 16,000 • States of Operation: Alabama, Arizona, California, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Michigan, Minnesota, Mississippi, Montana, Nebraska, Nevada, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, South Carolina, Tennessee, Utah, Washington, West Virginia and Wisconsin
Senior Management of Frontier	• Chairman & Chief Executive Officer – Maggie Wilderotter • Chief Financial Officer – Donald Shassian • Chief Operating Officer – Daniel McCarthy • General Counsel – Hilary Glassman	

The "New" Frontier

Combined Coverage Map



Forward-Looking Language

This communication contains forward-looking statements that are made pursuant to the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. These statements speak only as of the date of this communication and are made on the basis of management's views and assumptions regarding future events and business performance. Words such as "believe," "anticipate," "expect" and similar expressions are intended to identify forward-looking statements. Forward-looking statements (including oral representations) involve risks and uncertainties that may cause actual results to differ materially from any future results, performance or achievements expressed or implied by such statements. These risks and uncertainties are based on a number of factors, including but not limited to: reductions in the number of our access lines and high-speed internet subscribers; the effects of competition from cable, wireless and other wireline carriers (through voice over internet protocol (VOIP) or otherwise); reductions in switched access revenues as a result of regulation, competition and/or technology substitutions; the effects of greater than anticipated competition requiring new pricing, marketing strategies or new product offerings and the risk that we will not respond on a timely or profitable basis; the effects of changes in both general and local economic conditions on the markets we serve, which can impact demand for our products and services, customer purchasing decisions, collectibility of revenue and required levels of capital expenditures related to new construction of residences and businesses; our ability to effectively manage service quality; our ability to successfully introduce new product offerings, including our ability to offer bundled service packages on terms that are both profitable to us and attractive to our customers; our ability to sell enhanced and data services in order to offset ongoing declines in revenue from local services, switched access services and subsidies; changes in accounting policies or practices adopted voluntarily or as required by generally accepted accounting principles or regulators; the effects of ongoing changes in the regulation of the communications industry as a result of federal and state legislation and regulation, including potential changes in state rate of return limitations on our earnings, access charges and subsidy payments, and regulatory network upgrade and reliability requirements; our ability to effectively manage our operations, operating expenses and capital expenditures, to pay dividends and to reduce or refinance our debt; adverse changes in the credit markets and/or in the ratings given to our debt securities by nationally accredited ratings organizations, which could limit or restrict the availability and/or increase the cost of financing; the effects of bankruptcies and home foreclosures, which could result in increased bad debts; the effects of technological changes and competition on our capital expenditures and product and service offerings, including the lack of assurance that our ongoing network improvements will be sufficient to meet or exceed the capabilities and quality of competing networks; the effects of increased medical, retiree and pension expenses and related funding requirements; changes in income tax rates, tax laws, regulations or rulings, and/or federal or state tax assessments; further declines in the value of our pension plan assets, which could require us to make contributions to the pension plan beginning in 2010, at the earliest; the effects of state regulatory cash management policies on our ability to transfer cash among our subsidiaries and to the parent company; our ability to successfully renegotiate union contracts expiring in 2009 and thereafter; our ability to pay a $1.00 per common share dividend annually, which may be affected by our cash flow from operations, amount of capital expenditures, debt service requirements, cash paid for income taxes (which will increase in 2009) and our liquidity; the effects of significantly increased cash taxes in 2009 and thereafter; the effects of any unfavorable outcome with respect to any of our current or future legal, governmental, or regulatory proceedings, audits or disputes; the possible impact of adverse changes in political or other external factors over which we have no control; and the effects of hurricanes, ice storms or other severe weather. These and other uncertainties related to our business are described in greater detail in our filings with the Securities and Exchange Commission (SEC), including our reports on Forms 10-K and 10-Q. There also can be no assurance that the proposed transaction will in fact be consummated. We undertake no obligation to publicly update or revise any forward-looking statement or to make any other forward-looking statements, whether as a result of new information, future events or otherwise unless required to do so by securities laws.

Additional Information and Where to Find it

This communication is not a substitute for the prospectus/proxy statement Frontier will file with the SEC. We urge investors to read the prospectus/proxy statement, which will contain important information, including detailed risk factors, when it becomes available. The prospectus/proxy statement and other documents which will be filed by Frontier with the SEC will be available free of charge at the SEC's website, www.sec.gov, or by directing a request when such a filing is made to Frontier, 3 High Ridge Park, Stamford, CT 06905-1390, Attention: Investor Relations.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

Frontier and certain of its directors, executive officers and other members of management and employees may, under SEC rules, be deemed to be "participants" in the solicitation of proxies in connection with the proposed transactions. Information about the directors and executive officers of Frontier is set forth in the proxy statement for Frontier's 2009 annual meeting of stockholders filed with the SEC on April 6, 2009.

Attachment 3

RAYMOND JAMES

U.S. Research

Frontier Communications Corp.

January 19, 2010

(FTR:NYSE)

Frank G. Louthan IV, (404) 442-5867, Frank.Louthan@RaymondJames.com
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Company Comment

Telecommunications Services: Wireline

FTR: Notes from Investor Meetings

- Last week, we traveled with Frontier Communications CFO Don Shassian to meet with investors. The meetings were well received and gathered significant interest from clients new to the story, existing holders, and Verizon (VZ/$30.58/Market Perform) holders that stand to get some Frontier shares once the deal closes. We believe the company continues to progress well on the Verizon acquisition, and has a very well thought out plan to make a smooth transition, which was the main topic of conversation.
- Frontier remains a simple, low to no growth, steady return company, and that is exactly what we like about this sort of predictable investment. The company is aggressively pursuing new sources of revenue from broadband, wholesale, and commercial, all of which nicely offset the pressure from the voice business, and allow it to remain a steady, predictable FCF producer that returns significant cash to shareholders.
- One of the key benefits from the Verizon deal is the overall lower ratio of debt to operating cash flow that Frontier will inherit, making the company more flexible with an improved balance sheet and potential investment grade status. We believe the improved financial flexibility will also allow Frontier to increase the amount of capital investment in the local networks significantly from the levels that Verizon is currently putting in, which should be a benefit to customers and drive higher revenue and returns over time. Verizon currently spends about 9% of revenue on “business as usual” cap ex, and we believe Frontier will push this up to 12%, with even higher levels over the first three years.
- We are maintaining our **Outperform** rating, as we are attracted to the ~13% dividend yield, which will drop to a still attractive 10.5% following the merger close. We are maintaining our $10.00 price target, which is based on ~8x our 2010 levered FCF per share estimate of $1.20, a discount to the group’s historical average of 10.5x. We note that the company will be lowering the dividend to $0.75 per share following the transaction with Verizon, which is offset by the substantial deleverage to an estimated 2.6x debt/EBITDA from the current level of 3.9x, and an improved payout ratio target of 43%, down from 72%.

Non-GAAP EPS	Q1 Mar	Q2 Jun	Q3 Sep	Q4 Dec	Full Year	**GAAP EPS** Full Year	**Revenues (mil.)**
2008A	$0.14	$0.17	$0.15	$0.11	$0.57	$0.57	$2,237
Old 2009E	0.14A	0.09A	0.17A	0.19	0.59	0.56	2,128
New 2009E	**0.14A**	**0.09A**	**0.17A**	**0.19**	**0.59**	**0.56**	**2,128**
Old 2010E	0.19	0.19	0.16	0.16	0.71	0.71	4,003
New 2010E	**0.19**	**0.19**	**0.16**	**0.16**	**0.71**	**0.71**	**4,003**

Rows may not add due to rounding. Non-GAAP EPS excludes non-recurring items.

Rating

Outperform 2

Current and Target Price

Current Price (1/15/2010)	$7.49
Target Price:	$10.00
52-Week Range	$8.64 - $5.32
Suitability	Total Return

Market Data

Shares Out. (mil.)	310.1
Market Cap. (mil.)	$2,323
Avg. Daily Vol. (10 day)	3,049,020
Dividend/Yield	$1.00/13.4%
BVPS (09/09)	$1.38
ROE	35%
LT Debt (mil.)/% Cap.	$4,898/68%

Earnings & Valuation Metrics

	2008A	2009E	2010E
P/E Ratios (Non-GAAP)	13.1x	12.7x	10.5x
Levered FCF/Share			
Old	$1.28	$1.46	$1.20
New	$1.28	$1.46	$1.20

Company Description

Headquartered in Stamford, Connecticut, Frontier Communications Corp. (formerly Citizens Communications) was founded in 1935 and provides local, long-distance, data, and Internet services in the northeastern, central, and western U.S., with more than two million access lines and over 500,000 xDSL customers.

Footnote: Frontier is acquiring over 4 million access lines from Verizon in a reverse Morris Trust transaction, which we expect to close in the second quarter of 2010.

Please read domestic and foreign disclosure/risk information beginning on page 5 and Analyst Certification on page 5.

Last week, we were with Frontier Communications CFO Don Shassian meeting with investors. The meetings were well received and gathered significant interest from clients new to the story, existing holders, and Verizon holders that stand to get some Frontier shares once the deal closes. We believe the company continues to progress well on the Verizon acquisition, and has a very well thought out plan to make a smooth transition, which was the main topic of conversation. We have the following observations:

Broadband offerings, relatively no growth (*boring*). Frontier remains a simple, low to no growth, steady return company, and that is exactly what we like about this sort of predictable investment. The company is aggressively pursuing new sources of revenue from broadband, wholesale, and commercial, all of which nicely offset the pressure from the voice business, and allow it to remain a steady, predictable FCF producer that returns significant cash to shareholders. We believe the upcoming Verizon transaction will allow it to continue to do just that as it draws out untapped revenue from underserved customers.

It's all about the systems. Systems conversion is the key to making the Verizon transaction work, and we believe the company is well on its way to making that happen. The West Virginia conversion appears to be progressing nicely, and management appears highly committed to making sure that occurs before closing. Additionally, the company has a 60-day window to test the Verizon code it will be using in the other 13 states prior to close, which we believe is prudent. While there were many other issues with the much touted FairPoint and Hawaii Telecom sales by Verizon, systems conversion (or lack thereof) were some of the most significant and least understood problems that led to those carriers' demise. Frontier has taken great care, in our opinion, to protect itself from the issues these other companies faced with regard to systems.

Additionally, after almost 10 years following the company, we have seen it acquire almost 2 million lines, and we believe management has significant experience with systems conversion, and has converted lines on these same systems in the past. With a single platform at legacy Frontier properties, the company is in a good position to handle the cutover over the next two years. We believe this is the critical issue for Frontier to address, followed by new product introduction and broadband deployment to successfully expand the business in the acquired properties.

Attack of the gearheads. The company has recently hired several individuals to expand its telecom equipment sales to commercial customers. We find sales of customer premise equipment (CPE) to be an excellent way to get in the door and retain commercial customers. Businesses are very loyal to their equipment vendors, and often follow their lead when it comes to services as well. Margins in this business are weak to non-existent, but the key is to use this revenue to drive higher levels of commercial sales over time. We expect this to be very useful in the Verizon markets as well.

Other benefits from the Verizon deal. First off, the obvious benefit from the deal is the overall lower ratio of debt to operating cash flow that Frontier will inherit, which makes the company more flexible with an improved balance sheet and potential investment grade status. This should allow for better use of capital, and give investors comfort that the company can successfully deploy critical broadband facilities out in the network, and give it the financial flexibility to operate the business.

We believe the improved financial flexibility will allow Frontier to increase the amount of capital investment in the local networks significantly from the levels Verizon is currently putting in, which should be a benefit to customers and drive higher revenue and returns over time. Verizon currently spends about 9% of revenue on "business as usual" cap ex, and we believe Frontier will push this up to 12%, with even higher levels over the first three years.

Second, we believe the Verizon customers are being served inefficiently and without specific local marketing campaigns that we believe are crucial to the success of any rural carrier. Once Frontier makes the adjustments to the local approach and trains employees to help sell products, and makes new products available, we believe revenue can increase in the markets and customer losses will significantly abate.

Third, the introduction of new products should make the company's offerings more relevant to customers, and improve retention. Broadband is the obvious one, with Frontier having 91% of its lines with 1.5 Mbps of xDSL or higher available (an enviable statistic for a carrier with average line density of 13 lines per mile), compared to the Verizon properties at 62%. Just making a double play offering possible for a larger percentage of customers should be a huge improvement. Peace of Mind Internet technical support, security offerings, and higher levels of customer service should also benefit. We expect these products and services to begin to be deployed over the first four to five quarters of operations.

Comparison to FairPoint ungrounded. The situation at FairPoint has been compared to Frontier's pending acquisition of Verizon lines, which is not a fair judgment, in our opinion. There are many differences in the terms, conditions, properties, and the buyer than existed with FairPoint's three-state Verizon deal, so the risk profile for all involved (investors, regulators, and employees) is

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significantly different. We discuss several of these earlier in this report; however given the number of investors that are new to Frontier that stand to own the shares after the deal, we wanted to reiterate the key differences as they relate to FairPoint's Reverse Morris Trust transaction from a few years ago, and why FairPoint's experience leading up to its bankruptcy filing should have no bearing on Frontier's ability to acquire more Verizon lines:

1) Leverage. This is a de-levering deal for Frontier, which generally decreases its risk, and it is cutting its dividend, thus improving the payout ratio and financial flexibility, which should make both operations more stable than they are on a stand-alone basis. FairPoint was a levering transaction that put financial stress on the organization, plagued by unsuccessful and costly billing and IT systems conversions.

2) IT experience. Frontier is a much larger company that has undergone significant acquisitions and we believe has the IT expertise to convert the Verizon IT systems (it has experience converting Verizon lines with these same systems). Also, Frontier has gone to great lengths to address this potential risk in the structure of the deal, which we believe adequately protects investors and customers from a similar experience. FairPoint was an experienced acquirer, but not at this scale or with the IT requirements it took to take on a Regional Bell Operating Company (RBOC) [prior FairPoint deals were of small incumbent local exchange carriers (ILECs), not a group of lines separated from an RBOC], which is a vastly different proposition than a single system rural ILEC acquisition.

3) Long lead time. The systems conversion process has a very long runway for Frontier to complete (possibly five years), and the annual price paid to Verizon to lease the systems for over 4 million lines is 30% less than FairPoint was paying for 1.5 million lines. Again, at the heart of FairPoint's problems lies its systems conversions, which we do not see as an issue because of the structure Frontier has established, the lead times available to get off Verizon systems, and the aforementioned in-house experience.

4) Financially stable buyer. We do not believe Frontier necessarily has to do this deal, while FairPoint appeared to have few options financially at the time of its transaction. Additionally, Frontier can break up the deal if costly conditions or situations emerge, a negotiating point that FairPoint lacked.

5) Quality of the assets. Frontier is getting the good with the not so good. We have heard from industry contacts that in the past when Verizon sought to sell lines, it also intended to keep more attractive aspects of the business in those states [such as the Fiber Optic Service (FiOS) properties or other denser territory], which greatly diminished the quality of the deals. We believe Vermont, Maine, and New Hampshire lines that FairPoint acquired were probably not the most lucrative assets in Verizon's network. Alternatively, Frontier is getting denser, more valuable properties and customers than Verizon may have shopped in years past. The result should be more value that Frontier can drive from this base than FairPoint may have been able to with its acquisition. Ultimately, we do not believe comparisons between the two transactions have merit, and investors should focus on other business items rather than chase these concerns.

Conclusion. We believe the story will become more compelling over the next few months as we head toward our anticipated late 2Q10 closing of the Verizon deal. We expect the stock to lag the group a bit due to the perception that it will sell off at the close. While we do not believe all of the Verizon holders that will be given shares will immediately sell, (particularly given Verizon's large base of retail holders that may be attracted to FTR's dividend), history would suggest that the stock will be the trading pattern at the outset. We note that these trading anomalies can offer investors attractive buying opportunities over the next six months, especially for accounts with long-term investment horizons looking to take a larger position over time.

We are maintaining our **Outperform** rating, as we believe that the company remains undervalued with an approximate 13% dividend yield, which we view as very attractive. We are maintaining our price target of $10.00, which is based on ~8x our 2010 levered FCF per share estimate, a discount to the group's historical average of 10.5x. We note that the company will be lowering the dividend to $0.75/share following the transaction with Verizon, which is offset by the substantial deleverage to an estimated 2.6x debt/EBITDA from the current level of 3.9x, and an improved payout ratio targeted at 43% from 72%.

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(in millions, except per share) Frank Louthan - (404) 442-5867

	Q1:08A	Q2:08A	Q3:08A	Q4:08A	2008A	Q1:09A	Q2:09A	Q3:09A	Q4:09E	2009E	Q1:10E	Q2:10E	Q3:10E	Q4:10E	2010E
Revenue															
Citizens Communications															
Network access	107.8	101.0	99.6	96.3	404.7	90.1	87.4	91.2	89.6	358.4	88 3	83.8	85.5	84.2	341.8
Local network services	217.2	214.7	210.7	205.8	848.4	200.9	198 3	193.6	192.1	784.9	187.8	185.0	182.0	179.1	734.0
Long distance	46.5	46 9	46.4	42.8	182.6	41.4	40.6	42.4	41 9	166.3	41 5	40.7	39.9	38.3	160.4
Directory services	28.6	29.1	28.1	27.5	113 3	27.7	27 2	26.5	26 5	107.9	26.7	26.7	25.1	25.2	103.7
Other	23.2	19.2	19.0	21.0	82.4	21.5	18.1	13.1	18.0	70.7	17.0	16.0	15.0	18.0	66.0
Data and Internet	146.0	151.7	154.0	153.9	605.6	156.4	160.6	160.0	162.8	639.7	166.4	169.7	173.2	176.9	686.2
TOTAL Citizens	$569.2	$562.6	$557.9	$547.4	$2,237.0	$538.0	$532.1	$526.8	$531.0	$2,127.9	$527.7	$522.0	$520.8	$521.7	$2,092.1
Y/Y Growth															
Verizon properties													954.4	956.4	1,910.7
Total company revenue	$569.2	$562.6	$557 9	$547.4	$2,237.0	$538.0	$532.1	$526.8	$531.0	$2,127.9	$527.7	$522.0	$1,475.1	$1,478.1	$4,002.8
Y/Y Growth	*2.3%*	*-2.8%*	*-3.1%*	*-5 2%*	*-2.2%*	*-5 5%*	*-5.4%*	*-5.6%*	*-3.0%*	*-4.9%*	*-1 9%*	*-1.9%*	*180.0%*	*178.4%*	*88.1%*
Operating expenses															
Frontier	263.8	256.3	256.0	256.6	1,032.8	260.9	252.0	247.5	250.1	1,010.4	249.6	245.3	245.3	245.2	985.4
Restructuring Expense															
Total operating expenses	263.8	256.3	256.0	256.6	1,032.8	260.9	252.0	247.5	250.1	1,010.4	249.6	245.3	245.3	245.2	985.4
EBITDA - Frontier	305.4	306.2	301.9	290.7	1,204 3	277.1	280 2	279.3	280 9	1,117.5	278.1	276.6	275.5	276.5	1,106.7
Y/Y Growth	*-2.1%*	*10.7%*	*12.5%*	*-9 2%*	*2.3%*	*-9 3%*	*-8.5%*	*-7.5%*	*-3.4%*	*-7.2%*	*0.4%*	*-1.3%*	*-1.4%*	*-1.6%*	*-1.0%*
EBITDA - Non-recurring and Verizon	2.9		2.5	5.2		10.8	8 2	8.2					420	424	843.6
Y/Y Growth															
Total EBITDAS from Continuing Ops	311.3	309.8	307.4	297.4	1,225 9	290.0	290.8	289.9	282 9	1,153.6	280.1	278.6	697.4	702.2	1,958.3
Y/Y Growth	*-2.4%*	*-1 3%*	*-3.5%*	*-3.1%*	*-2.5%*	*-6.8%*	*-6.1%*	*-5.7%*	*-4.9%*	*-5.9%*	*-3.4%*	*-4.2%*	*140 5%*	*148.2%*	*69.8%*
Stock Option Expense	3.02	3.60	3.05	1.42	11.1	2.12	2.44	2.41	2.00	9.0	2.00	2.00	2.00	2.00	8.0
Total Depreciation & Amortization	141.1	144.3	137.7	138.8	561.8	137.6	132.8	103.1	100.0	473.5	97.0	94.1	289.1	286.2	766.5
Acquisition Costs							10.8	3.7							
Operating income (loss) - Frontier	164.3	162.0	164.2	151.9	642 5	139.5	136.6	172.5	180 9	629.5	181.1	182.5	406.3	413.9	1,183.8
Y/Y Growth	*-16.5%*	*18 9%*	*4.5%*	*-27.4%*	*-8.2%*	*-15.1%*	*-15.7%*	*5.0%*	*19.0%*	*-2.0%*	*29.8%*	*33.6%*	*135 5%*	*128.9%*	*88.1%*
Operating income (loss) - Other															
Y/Y Growth															
Operating income (loss)	164.3	162.0	164.2	151.9	642 5	139.5	136.6	172.5	180 9	629.5	181.1	182.5	406.3	413.9	1,183.8
Y/Y Growth	*-15.0%*	*-5.4%*	*-1.0%*	*-13.1%*	*-8.9%*	*-15.1%*	*-15.7%*	*5.0%*	*19.0%*	*-2.0%*	(0.0)	*33.6%*	*135 5%*	*128.9%*	*88.1%*
Investment and other income	(1.2)	6.4	1.3	2.9	9 3	8.2	4.6	5.9	3.0	21.7	3.0	3.0	3.0	3.0	12.0
Gain on Sale															
Interest income (expense)	(90.9)	(90.7)	(90.3)	(90.7)	(362.6)	(88.7)	(98.7)	(96.6)	(95.4)	(379.4)	(93 9)	(92.9)	(168.8)	(167.2)	(522.8)
Total other income (expenses)	(92.1)	(84 3)	(89.0)	(87.9)	(353 3)	(80.5)	(94.1)	(90.7)	(92.4)	(357.7)	(90 9)	(89.9)	(165.8)	(164.2)	(510.8)
Income before income taxes	72.2	77.7	75.2	64.1	289 2	59.0	42.6	81.8	88 5	271.8	90 2	92.6	240.5	249.7	673.0
Y/Y Growth	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*
Income taxes	26.6	21.9	28.2	29.8	106 5	22.1	14 3	29.0	31.0	96.3	31.6	32.4	84.2	87.4	235.5
Tax Rate	*36.9%*	*28 2%*	*37.5%*	*46 5%*	*36.8%*	*37.4%*	*33.5%*	*35.5%*	*35.0%*	*35.4%*	*35.0%*	*35.0%*	*35.0%*	*35.0%*	*35.0%*
Dividends on convertible preferred	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Less special items, net of tax															
Net income (loss) - recurring	$45.6	$55.8	$47.0	$34.3	$182.7	$37.0	$28 3	$52.7	$57 5	$175.5	$58.6	$60.2	$156.3	$162.3	$437.4
Y/Y Growth	*NMF*	*NMF*	*NMF*	*NMF*	*-14.9%*	*NMF*	*NMF*	*NMF*	*NMF*	*-3.9%*	*NMF*	*NMF*	*NMF*	*NMF*	*149 2%*
Income from discontinued, net	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
interest in noncontrolling partnership						(0.7)	(0.4)	(0.6)							
Net income (loss) - reported	$45.6	$55.8	$47.0	$34.3	$182.7	$36.3	$27 9	$52.2	$57 5	$173.9	$58.6	$60.2	$156.3	$162.3	$437.4
Y/Y Growth	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*
Recurring EPS	$0.14	$0.17	$0.15	$0.11	$0.57	$0.14	$0.09	$0.17	$0.19	$0.59	$0.19	$0.19	$0.16	$0.16	$0.71
Non-recurring charge	$0.00	$0.00	$0.00	$0.00	$0.00	$0.02	$0.00	$0.00	$0.00	$0.02	$0.00	$0.00	$0.00	$0.00	$0.00
Reported EPS	$0.14	$0.17	$0.15	$0.11	$0.57	$0.12	$0.09	$0.17	$0.19	$0.56	$0.19	$0.19	$0.16	$0.16	$0.71
Y/Y Growth	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*
Diluted shares	326.2	320.8	313.0	309.6	317.4	309.8	310.1	310.1	310.1	310.0	310.1	310.1	989.0	989.0	649.6
Dividends	$0.25	$0 25	$0.25	$0 25	$1.00	$0.25	$0.25	$0.25	$0.25	$1.00	$0 25	$0.25	$0.19	$0.19	$0.88
Free Cash Flow Analysis															
+ EBITDAS	311.3	309.8	307.4	297.4	1,225 9	290.0	290.8	289.9	282 9	1,153.6	280.1	278.6	697.4	702.2	1,958.3
- Cash operating taxes	(24.8)	(20.3)	(26.2)	(27.7)	(99.0)	(22.1)	(18 5)	(19.4)	(31.0)	(90.9)	(26.6)	(27.4)	(84.2)	(87.4)	(225.5)
- Capital expenditures from continuing	48.0	75.7	80.5	84.1	288 3	54.6	55.8	54.1	75.0	239.5	60.0	65.0	170.0	170.0	465.0
- Increase (Decrease) in NWC	47.7	(0.8)	24.1	0.1	71 2	40.4	(12 3)	47.1	(66.7)	8.4	0 5	0.9	-	(0.5)	0.9
Total free cash flow to investors	190.9	214 5	176.6	185.5	767 5	173.0	228 9	169.2	243.6	814.8	193.0	185.4	443.2	445.2	1,266.8
Y/Y Growth	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*6.2%*	*NMF*	*NMF*	*NMF*	*NMF*	*55 5%*
- interest expense	($92.4)	($87.6)	($90.3)	($89.8)	($360.0)	($81.3)	($94.8)	($91.5)	($93.1)	($360.7)	($91.7)	($90.7)	($166.5)	($165.0)	($513.8)
Levered free cash flow	$98.5	$126 9	$86.3	$95.7	$407.4	$91.7	$134.1	$77.8	$150 5	$454.1	$101.4	$94.7	$276.7	$280.3	$753.0
Y/Y Growth	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*11.5%*	*NMF*	*NMF*	*NMF*	*NMF*	*65.8%*
Levered free cash flow per share	$0.30	$0.40	$0.28	$0 31	$1.28	$0.30	$0.43	$0.25	$0.49	$1.46	$0 33	$0.31	$0 28	$0.28	$1 20
Y/Y Growth	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*NMF*	*14.2%*	*NMF*	*NMF*	*NMF*	*NMF*	*-18.4%*

Source: Company Reports & Raymond James estimates

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Underperform (MU4) Expected to underperform the S&P 500 or its sector over the next six to 12 months and should be sold.

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Market Perform (MP3) The stock is expected to perform generally in line with the S&P/TSX Composite Index over the next twelve months and is potentially a source of funds for more highly rated securities.

Underperform (MU4) The stock is expected to underperform the S&P/TSX Composite Index or its sector over the next six to twelve months and should be sold.

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Hold (3) Expected to perform in line with the underlying country index.
Underperform (4) Expected to underperform the underlying country index.

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Sell (4) Expected absolute drop in the share price of more than 10% in next 12 months.

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Company Name	Disclosure
Verizon Communications	Raymond James & Associates received non-investment banking securities-related compensation from VZ within the past 12 months.

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Target Prices: The information below indicates our target price and rating changes for FTR stock over the past three years.

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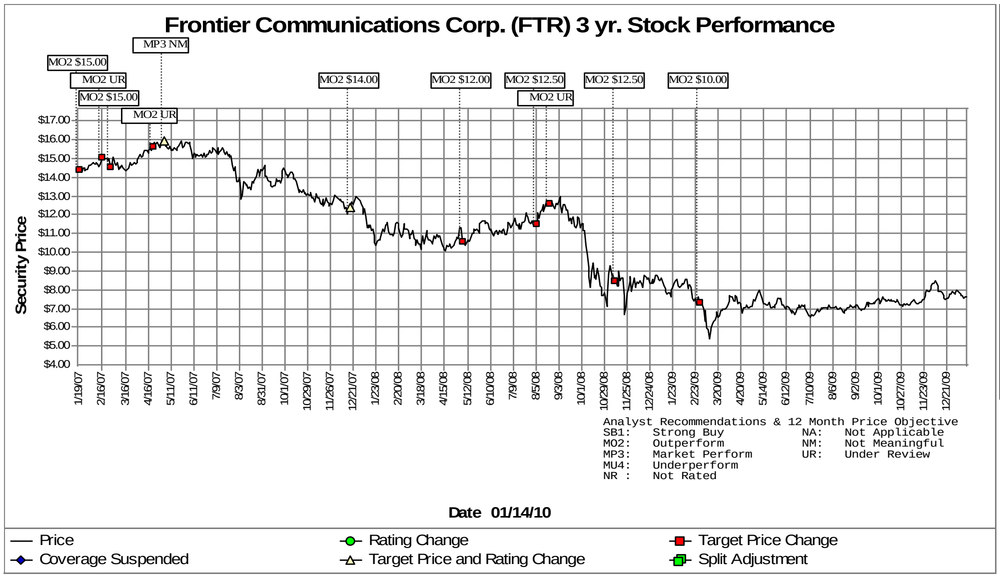

Update Date	Closing Price	Target Price	Rating
2/25/09	7 30	10.00	2
11/10/08	8.52	12.50	2
8/20/08	12.60	UR	2
8/5/08	11.54	12.50	2
5/5/08	10.55	12.00	2
12/18/07	12.41	14.00	2
5/3/07	15.91	NM	3
4/20/07	15.62	UR	2
2/28/07	14.53	15.00	2
2/16/07	15.08	UR	2
1/19/07	14.39	15.00	2

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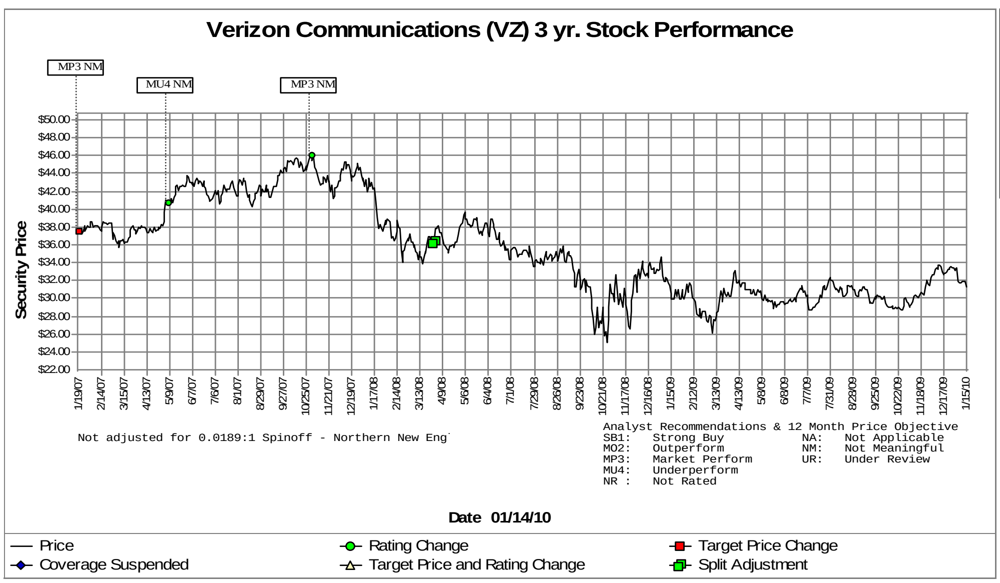
The information below indicates target price and rating changes for other subject companies included in this research.



Update Date	Closing Price	Target Price	Rating
10/30/07	45.99	NM	3
5/7/07	40.66	NM	4
1/19/07	37.57	NM	3

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Wireline Telecom Services Risk Factors
Wireline telecom services remain highly regulated, and should regulation become less favorable, promoting more competition or reducing subsidies for these companies, the sector could be negatively impacted. Technological substitution remains a highly credible threat toward most wireline telecom services companies' revenue and earnings. A large amount of debt could leverage the industry to the downside should earnings and cash flows face significant pressure.

Frontier Communications Risk Factors
Should additional unfavorable regulatory rulings emerge or the landscape for USF change, we believe it would have a material negative impact on Frontier. Regulatory changes to network access rates also represent a significant risk to ILECs (incumbent local exchange carriers) and to Frontier, as the company currently derives a meaningful percentage of its total revenue from network access. Voice over Internet Protocol (VoIP) and wireless replacement also represent significant competitive threats to Frontier, especially in Rochester, New York, and we believe if consumer demand for the technology expands significantly, Frontier would be adversely affected.

Company-Specific Risks for Verizon Communications
Verizon faces a significant amount of competition from both facilities-based CLECs (competitive local exchange carriers) and UNE-P (unbundled network element - platform) providers, which could significantly impact the company's revenue and earnings. In turn, competition could negatively impact pricing, both for traditional telephony services and for xDSL, wireless, and other services. These growing services are offsetting currently declining traditional telephony services, a mix-shift that could negatively impact overall company margins. Other risks include, but are not limited to, increasing pension expenses, a highly unionized workforce, a large debt load, Vodafone's (VOD/$23.26) ability to put its interest in Verizon Wireless, and a continued weak business spending environment.

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